



January 28, 2025

To,

<b>BSE Limited</b> Phiroze Jeejebhoy Towers Dalal Street Mumbai - 400 001 <b>Scrip Code (BSE): 543994</b>	<b>National Stock Exchange of India Limited</b> “Exchange Plaza” Bandra-Kurla Complex, Bandra (East) Mumbai - 400051 <b>Symbol: JSWINFRA</b>
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Dear Sir/Madam,

**Sub: Voting Results of the Postal Ballot and Scrutinizer’s Report**

**Ref: Regulation 30 and 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (‘Listing Regulations’)**

This is further to our letter dated December 27, 2024, enclosing the notice of the postal ballot for seeking approval of the Members of the Company by way of Ordinary and Special Resolutions through remote e-Voting process for:

<b>Sr. No</b>	<b>Particulars</b>	<b>Type of resolution(s)</b>
1.	Appointment of Mr. Rinkesh Roy (DIN: 07404080) as a Director of the Company	Ordinary
2.	Appointment of Mr. Rinkesh Roy (DIN: 07404080) as Joint Managing Director & Chief Executive Officer (Key Managerial Personnel -KMP) of the Company	Special
3.	Approval for undertaking material related party transaction(s) of the Company with JSW Utkal Steel Limited and JSW Steel Limited	Ordinary

In this regard, the remote e-voting process concluded on Sunday, January 26, 2025, at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot.

Based on the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the above-mentioned resolutions with the requisite majority.

In connection with the same, please find attached the voting results of the Postal Ballot activity through remote e-voting, in relation to the aforesaid businesses, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the



**JSW INFRASTRUCTURE LTD.**

**Regd. Office:** JSW Centre,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051.  
Phone : 022-42861000  
Fax : 022-42863000  
CIN: L45200MH2006PLC161268  
Website: [www.jsw.in](http://www.jsw.in)  
Email id: [infra.mumbai@jsw.in](mailto:infra.mumbai@jsw.in)

Scrutinizer's Report dated January 27, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company viz. <https://www.jsw.in/infrastructure/jsw-infrastructure-shareholders-meetings-fy-2024-25>.

You are kindly requested to take note of the above.

Thanking You,

Yours sincerely,  
For **JSW Infrastructure Limited**

**Gazal Qureshi**  
**Company Secretary and Compliance Officer**

**Cc:**  
**India International Exchange (IFSC) Limited**  
Unit No. 101, 1st Floor, Signature Building No. 13B, Road 1C  
Zone 1, Gift SEZ, Gift City  
Gandhinagar- 382355

**Scrip code (India INX): 1100026**

<b>Voting results</b>	
Record date	20-12-2024
Total number of shareholders on record date	2100001567
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	NA
b) Public	NA
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	NA
b) Public	NA
<b>No. of resolution passed in the meeting</b>	<b>3</b>

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Appointment of Mr. Rinkesh Roy (DIN: 07404080) as a Director of the Company (Ordinary Resolution)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1825726404	1797865500	98.4740	1797865500	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1825726404	1797865500	98.4740	1797865500	0	100.0000
Public-Institutions	E-Voting	141973044	128676051	90.6341	121643854	7032197	94.5350	5.4650
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		141973044	128676051	90.6341	121643854	7032197	94.5350
Public- Non Institutions	E-Voting	132302119	11286275	8.5307	11280201	6074	99.9462	0.0538
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		132302119	11286275	8.5307	11280201	6074	99.9462
<b>Total</b>	<b>Total</b>	2100001567	1937827826	92.2774	1930789555	7038271	99.6368	0.3632
<b>Whether resolution is Pass or Not.</b>							Yes	

## Resolution (2)

<b>Resolution required: (Ordinary / Special)</b>				Special				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				Approval for Mr. Rinkesh Roy (DIN: 07404080) as Joint Managing Director & Chief Executive Officer (Key Managerial Personnel -KMP) of the Company (Special Resolution)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	1825726404	1797865500	98.4740	1797865500	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1825726404	1797865500	98.4740	1797865500	0	100.0000
<b>Public-Institutions</b>	E-Voting	141973044	128676051	90.6341	121864591	6811460	94.7065	5.2935
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		141973044	128676051	90.6341	121864591	6811460	94.7065
<b>Public-Non Institutions</b>	E-Voting	132302119	11286268	8.5307	11278959	7309	99.9352	0.0648
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		132302119	11286268	8.5307	11278959	7309	99.9352
<b>Total</b>	<b>Total</b>	2100001567	1937827819	92.2774	1931009050	6818769	99.6481	0.3519
<b>Whether resolution is Pass or Not.</b>							Yes	

### Resolution (3)

<b>Resolution required: (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				Yes				
<b>Description of resolution considered</b>				Approval for undertaking material related party transaction(s) of the Company with JSW Utkal Steel Limited and JSW Steel Limited Ordinary Resolution)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	1825726404	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		1825726404	0	0.0000	0	0	0.0000
<b>Public- Institutions</b>	E-Voting	141973044	128676051	90.6341	107528090	21147961	83.5650	16.4350
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		141973044	128676051	90.6341	107528090	21147961	83.5650
<b>Public- Non Institutions</b>	E-Voting	132302119	11286314	8.5307	11280570	5744	99.9491	0.0509
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		132302119	11286314	8.5307	11280570	5744	99.9491
<b>Total</b>	<b>Total</b>	2100001567	139962365	6.6649	118808660	21153705	84.8861	15.1139
<b>Whether resolution is Pass or Not.</b>							Yes	

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Building No. 2, Opp. Jain Temple, Jesal Park,  
Bhayandar (East), Mumbai - 401 105.  
Mobile : +91 9920715299 / 8779956763

Email : sunilcs\_mumbai@rediffmail.com  
agarwalcs\_mumbai@yahoo.co.in

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**SUNIL AGARWAL & Co.**  
Company Secretaries

## REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as amended from time to time]

To,

**The Chairman / Whole-time Director / CFO & Company Secretary,  
JSW INFRASTRUCTURE LIMITED  
JSW Centre , Bandra Kurla Complex,  
Bandra (East), Mumbai-400051**

Dear Sir,

I, Sunil Agarwal, proprietor of Sunil Agarwal & Co. Company Secretaries, have been appointed by the Board of Directors of **JSW INFRASTRUCTURE LIMITED ("Company")** as Scrutinizer for the purpose of Scrutinizing the postal ballot which was conducted through electronic means in respect of the resolutions contained in the notice dated December 04, 2024 and ascertaining the requisite majority on voting carried out as per the provision of Sections 110 & 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, each as amended, read with Ministry of Corporate Affairs' General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the MCA from time to time (hereinafter collectively referred to as the "MCA Circulars"), and any other applicable laws and regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 ('SEBI Circular') dated October 07, 2023 issued in this regard on the resolutions as set out in the Notice of Postal Ballot as follows:

Sr. No	Particulars	Type of resolution(s)
1.	Appointment of Mr. Rinkesh Roy (DIN: 07404080) as a Director of the Company	Ordinary
2.	Appointment of Mr. Rinkesh Roy (DIN: 07404080) as Joint Managing Director & Chief Executive Officer (Key Managerial Personnel -KMP) of the Company	Special
3.	Approval for undertaking material related party transaction(s) of the Company with JSW Utkal Steel Limited and JSW Steel Limited	Ordinary

### I, submit my report as under:

1. The Management of the Company is responsible to ensure compliance with requirements of the Companies Act, 2013 read with Rules made thereunder, MCA Circulars, Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015, SEBI Circulars or any other provisions, as may be applicable for conducting Postal Ballot of the Company.



2. The Company has availed the services of KFin Technologies Limited ('KFin') for conducting postal ballot through e- voting (Remote e-voting). Further KFin has also been engaged for facilitating Remote e-voting to enable the members to cast their votes electronically using Remote e-voting system on special businesses sought to be transacted through postal ballot.
3. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report for the 'Votes cast in favour' or "against" the resolution stated in the Notice of postal ballot.
4. The Members of the Company holding equity shares in dematerialised form, as on the "cut-off date" i.e. Friday, December 20, 2024 were entitled to vote on the proposed resolution through remote e- voting on the resolution as set out in the Notice of Postal Ballot dated December 04, 2024.
5. The e-voting period remained open from Saturday, December 28, 2024 (9.00 a.m. IST) to Sunday, January 26, 2025 (5.00 p.m. IST) and E-voting module was disabled for voting thereafter.
6. Pursuant to the provisions of the Act and MCA circulars issued by Ministry of Corporate Affairs, the company has sent Postal Ballot Notice(s) to its members whose name(s) appeared in the Register of Members/ List of beneficial owners received from KFin Technologies Limited as on cut-off date i.e. Friday, December 20, 2024 and whose e-mail ids was available with the company and Depositories through electronic means only and the Company has not dispatched physical notices to any member.
7. Pursuant to clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration Rules) 2014, the company has published the advertisement in English Newspaper, Financial Express having wide circulation and in regional language newspaper Navshakti dated December 28, 2024.
8. I monitored the process of electronic voting (Remote -E-voting) through the scrutinizer's secured link provided by KFin Technologies Limited through its designated website: <https://evoting.kfintech.com>.
9. At the end of the remote E-voting Period, I have unlocked the electronic votes in the presence of two witnesses not in the employment of the Company on January 26, 2025 at 5.01 P.M.
10. The Remote e-voting report downloaded from the website of KFin Technologies Limited has been kept separately for the purpose of postal ballot.
11. Votes casted by the members through Remote e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the company and authorizations lodged with the company.
12. The register and other documents/ registers and records relating to electronic voting shall remain in my safe custody until the Chairman/ person Authorised by the Chairman considers, approves and sign the Postal Ballot minutes and the same will be handed over to the Company Secretary for the safe custody.
13. The details containing *interalia*, list of Equity Shareholders, who voted "for", "against" or "abstain / invalid", if any on each of the resolution(s) that were put to vote, were generated from the e-voting website of KFin.



**RESULTS:**

Our report included the results of vote cast through Remote e-voting from the website of website of KFin by eligible shareholders. Considering the report from KFin on electronic voting and with respect to each item on the agenda as set out in the Notice dated December 04, 2024 is enclosed as **Annexure 1**.

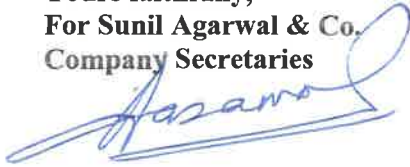
**RECOMMENDATION:**

- i. In terms of the provision of Regulation 23 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), in respect of the Transaction with Related Parties at item no. 3 forming part of the Notice of the Postal Ballot dated December 04, 2024, the related parties i.e. "Promoter & Promoter Group" were required to abstain from voting on such resolution and such related parties had not voted on the item no.3.
- ii. Based on the aforesaid results of the Ordinary Resolutions as contained in item no. 1, 3 and the Special Resolutions as contained in item no. 2 of the Notice have been passed with requisite majority.

The resolution having secured requisite majority of votes, the respective resolution may be considered to have been passed. The Chairman / Whole-time Director, CFO & CS may accordingly declare result of voting.

**Thanking You,**

**Yours faithfully,  
For Sunil Agarwal & Co.  
Company Secretaries**




**FCS SUNIL AGARWAL  
Practicing Company Secretary  
FCS 8706  
C.P. No. 3286  
Peer Review Unit No. 788/2020  
UDIN No.: F008706F003795379  
Place: Mumbai  
Date: 27.01.2025**

**Witness:**

We the undersigned witness that the votes were unblocked from the e-voting website of the e-voting services provided by KFin Technologies Limited (<https://evoting.kfintech.com>) in our presence at the office of Scrutinizer.



**Aakash Jain**



**Deepika Agarwal**

**Annexure to the Scrutinizers Report**  
**Result of e- Voting through Postal Ballot (Remote-e-voting)**

Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/ Abstain	
				Voted in Favour (Assent)			Voted Against (Dissent)			Number of Members Voting	No of Vote Casted
				Number of Members Voting	No of Vote Casted	% of Votes	Number of Members Voting	No of Vote Casted	% of Votes		
1	Approval for Appointment of Mr. Rinkesh Roy (DIN: 07404080) as a Director of the Company	Ordinary Resolution	Postal Ballot Remote e-voting	1303	1,930,789,555	99.6368	62	7,038,271	0.3632	28	323,442
2	Approval for Mr. Rinkesh Roy (DIN: 07404080) as Joint Managing Director & Chief Executive Officer (Key Managerial Personnel -KMP) of the Company	Special Resolution	Postal Ballot Remote e-voting	1288	1,931,009,050	99.6481	73	6818769	0.3519	32	323,441
3	Approval for undertaking material related party transaction(s) of the Company with JSW Utkal Steel Limited and JSW Steel Limited	Ordinary Resolution	Postal Ballot Remote e-voting	1267	118,808,660	84.8861	91	21153705	15.1138	35	1,798,189,014

